



Independent Assurance Report on Integrated Diagnostics Holdings PLC "IDH" Board of Directors' report on Compliance with the Corporate Governance Guidelines issued by the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) of 26 July 2016

To the Board of Directors of Integrated Diagnostics Holdings PLC "IDH".

Introduction

We have carried out a limited assurance engagement over the preparation of the attached Board of Directors' Corporate Governance Compliance report prepared by the Board of Directors of Integrated Diagnostics Holdings PLC "IDH" (Company) for the financial year ended 31 December 2023 in accordance with the Guidance issued by the Egyptian Stock Exchange letter to the Company Board of Directors, which clarifies the Corporate Governance Guidelines, issued by the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) of 2016 (together "the Corporate Governance Guidelines").

This report, including the conclusions, has been prepared solely to enable the Company to comply with the requirements of the Corporate Governance Guidelines and for no other purpose.

Responsibilities of the management and those charged with governance

The Company's Board of Directors is responsible for the preparation of the Corporate Governance Compliance Report in accordance with the Corporate Governance Guidelines.

The Board of Directors are also responsible for ensuring the Company's compliance with the Corporate Governance Guidelines.

The Board are also responsible for identification of areas of non-compliance and related justifications, where mitigated.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including compliance with applicable laws and regulations.

Responsibilities of the auditor

Our responsibilities are to express a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the attached Board of Directors' Corporate Governance Compliance report has not been prepared, in all material respects, in accordance with the Corporate Governance Guidelines, based on the limited assurance procedures we performed.



Independent Assurance Report on Integrated Diagnostics Holdings PLC "IDH" Board of Directors' report on Compliance with the Corporate Governance Guidelines issued by the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) of 26 July 2016

Page 2

We conducted our limited assurance engagement in accordance with the Egyptian Standard on Assurance Engagements 3000 "Assurance engagements other than review or inspection of historical financial information". This standard requires compliance with the requirements of professional conduct, including the requirements for independence, and the planning and execution of our procedures to obtain a limited assurance as to whether anything has come to our attention that causes us to believe that the Board of Directors' Corporate Governance Compliance report is not prepared, in all material respects, in accordance with the Corporate Governance Guidelines.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance conclusion about whether the Board of Directors Corporate Governance Report, taken as a whole, has been prepared, in all material respects, in accordance with the Corporate Governance Guidelines.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, where required, and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Made inquiries of management to obtain an understanding of the processes followed to identify the requirements of the Corporate Governance Guidelines; the procedures adopted by management to comply with these Corporate Governance Guidelines and the methodology adopted by management to assess compliance with these Corporate Governance Guidelines;
- Considered the disclosures by comparing the contents of the Board of Directors Corporate Governance Compliance report against the Corporate Governance Guidelines;
- Agreed the relevant contents of the Board of Directors Corporate Governance Report to the underlying records maintained by the Company;
- Performed limited substantive testing on a selective basis, when deemed necessary, to confirm evidence gathered by management to prepare the Board of Directors Corporate Governance Compliance Report.



Independent Assurance Report on Integrated Diagnostics Holdings PLC "IDH" Board of Directors' report on Compliance with the Corporate Governance Guidelines issued by the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) of 26 July 2016

Page 3

In accordance with the requirements of paragraph 49 (d) of Egyptian Standard on Assurance Engagements 3000, our procedures have been limited in matters that can be accurately measured and did not include qualitative aspects, their effectiveness, validity or completeness, including management procedures to comply with corporate governance rules, as well as evaluating the performance of the Board and its committees and executive management. Our procedures for this report did not assess the effectiveness of the internal control and compliance system and the effectiveness of the governance system. This report has been prepared in accordance with the requirements of Article 40 of the rules of registration and de-registration of Egyptian securities and not for any other purpose. Therefore, it will not be suitable for any other use except for the purpose for which it was prepared.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Inherent limitations

Most of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying these procedures, their interpretation of the objectives of such procedures, their assessment of whether the compliance procedures were implemented effectively, and in certain instances would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another, which do not form a clear set of criteria to compare with.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the Board of Directors' Corporate Governance Report and the methods used for determining such information.

Because of the inherent limitations of internal financial controls over compliance with relevant laws and regulations, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Conclusion

Based on our limited assurance procedures described in this report and evidence obtained, nothing has come to our attention that causes us to believe that the accompanying Board of Directors' Corporate Governance Compliance Report of Integrated Diagnostics Holdings PLC "IDH". for the financial year ended 31 December 2023 is not prepared, in all material respects, in accordance with the Corporate Governance Guidelines.



Independent Assurance Report on Integrated Diagnostics Holdings PLC "IDH" Board of Directors' report on Compliance with the Corporate Governance Guidelines issued by the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) of 26 July 2016

Page 4

Emphasis of matter

We draw attention to the fact that this assurance report relates to Integrated Diagnostics Holdings PLC "IDH" on a stand-alone basis only and not to the Integrated Diagnostics Holdings PLC "IDH" as a group. Our report is not modified in this respect.

Use of the report

Our report including the above conclusion, have been prepared solely for the Company's compliance with the requirements of the Egyptian Financial Regulatory Authority Board of Directors Resolution No. (84) dated 26 July 2016 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Board of Directors of Integrated Diagnostics Holdings PLC "IDH". for our work, for this report, or for the conclusion we have formed.



Ashraf Mamsouh
R.A.A. 26831
F.R.A. 383

8 April 2024
Cairo

Integrated Diagnostics Holdings Plc
Corporate Governance Report
For the year ended 31st December 2023

Company Data:

Company Name		Integrated Diagnostics Holdings Plc	
Company purpose		All work is legally permissible in accordance with the laws in force in Jersey, and among the activities carried out by the company is the establishment, ownership and management of specialized laboratories for advanced medical analyzes and the provision of diagnostic and therapeutic services, including radiology.	
Company Duration	Undefined according to Jersey law	Date of listing on the EGX	4/5/2021
The law to which the company is subject	Jersey law for the year 1991	Nominal value per share	0.25 USD
Last Authorized Capital	180 Million USD	Last issued capital	150 Million USD
Last paid-up capital	150 Million USD	Number and date of registration in the commercial register	117257 Jersey commercial register, in 4/12/2014
Contact Person Name	Tarek Yehia Mohamed		
Head Office Address	IFC 5, St Helier, Jersey, JE1 1 ST		
Phone Number	01068826678	Fax Number	
Website	https://www.idhcorp.com		
E-mail Address	Tarek.yehia@idhcorp.com		

A statement of the names of shareholders who own 5% or more of the company's capital, directly or indirectly through groups and related parties.

Holders of 5% of the company's shares or more	Number of shares at 31/12/2023	Contribution %
Hena Holdings Ltd	162,445,383	%27.07
Actis IDH Ltd	120,000,000	21%
IFC and IFC Mena Fund	34,755,198	%5.79
Other	276,799,419	%46.13
Total	600,000,000	100%

Note (1): The table shows the top 3 shareholders in IDH in total between both stock exchanges (Egypt and London stock exchanges).

Note (2): At the end of 2023, 94.82% of IDH shares were listed on the London Stock Exchange, while the remaining 5.18% were listed on the Egyptian Stock Exchange.

The Board of Directors.

Formation of the Board of Directors:

S	Member Name	Board Member: Executive Non-Executive Independent	Number of Shares Owned	Date of joining	Representation
1-	LORD ST JOHN OF BLETSO	Chairman (Non-Executive)	20,000 Through LSE	2015	
2-	PROF. DR. HEND EL SHERBINI	Group Chief Executive Officer	162,445,383 Indirectly through Hena Holdings Ltd.	2014	
3-	SHERIF EL ZEINY	Group Chief Financial Officer and Executive Director		2024	
4-	HUSSEIN CHOUCRI	Independent Non- Executive Director		2015	
5-	DAN OLSSON	Independent Non- Executive Director		2015	
6-	RICHARD HENRY PHILLIPS	Non-Executive Director Dependent		2014	Actis IDH B.V.
7-	YVONNE STILLHART	Non-Executive Director Dependent	230,000 Through LSE	2022	



Board of Directors Biography:

LORD ST JOHN OF BLETSO

Independent Non-Executive Chairman

Lord St John has been a member of the House of Lords of the U.K. Parliament since 1978 and is currently Deputy Chairman of Strand Hanson Ltd., Non-Executive Chairman of Global Resources Investment Trust, a member of the Advisory Board of Silicon Valley Bank, Non-Executive Director of Albion Ventures LLP, Chairman of the Governing Board of Certification International and holds advisory roles with Milio International, Alliance Media Group USA, Sapinda and ABN Corporation. Lord St John received a BA and a BSocSc in Psychology from Cape Town University, a Bproc in Law from the University of South Africa and an LLM from the London School of Economics.

PROF. DR. HEND EL SHERBINI

Group Chief Executive Officer

Dr. Hend has been IDH Group's Chief Executive Officer since 2012 and prior to that served as the CEO of Al Mokhtabar between 2004 and 2012. She received her MBCh and her Master's degree in Clinical & Chemical Pathology from Cairo University in the early 1990s, and also holds a Master's degree in Public Health from Emory University in Atlanta. Dr. Hend completed her PhD in Immunology from Cairo University in 2000, where she is also a professor of clinical pathology at the university's Faculty of Medicine. She sits on the Board of American Society of Clinical Pathology (Egypt) and consults on the international certification process. Dr. Hend completed an Executive MBA from the London Business School in 2015 and was featured as Forbes most powerful women between 2016 and 2023.

SHERIF EL ZEINY

Group Chief Financial Officer and Executive Director

Mr. El Zeiny is a certified Board Director and Executive Partner with over three decades' experience in financial management, business leadership, and corporate strategy. He currently serves as Vice President and Group Chief Financial Officer at IDH. Throughout his career, he has filled several executive positions in various leading regional and international corporations, most recently serving as Vice President and Chief Financial Officer at Elsewedy Electric Group prior to joining IDH. Mr. El Zeiny holds an MBA from the City University of Seattle, a Non-Executive Director Diploma from the Financial Times, and a BA in Accounting from Cairo University.



HUSSEIN CHOUCRI

Independent Non-Executive Director and Chairman of the Remuneration Committee

Mr. Choucri is Chairman and Managing Director of HC Securities & Investment, which he established in May 1996. He currently sits on the boards of EDITA Food Industries S.A.E and SODIC (Sixth of October Development & Investment Company), as well as the Egyptian British Business Council and the Egyptian Greek Business Council. Mr. Choucri served as a Managing Director of Morgan Stanley from 1987 to 1993 and served as Advisory Director at Morgan Stanley from 1993-2007. He received his Management Diploma from the American University in Cairo in 1978.

DAN OLSSON

Independent Non-Executive Director

Mr. Olsson has extensive international experience in the diagnostics and healthcare sector, having worked in the industry in numerous capacities since 1999. For 20 years he has served in a range of executive positions in the field, most notably as Head of Diagnostics at Capio and CEO of Unilabs Group in Geneva, Switzerland. Mr. Olsson holds a BA in Economics from the University of Lund in Sweden.

RICHARD HENRY PHILLIPS

Non-Executive Director

Mr. Phillips is a founding partner of Actis LLP, the emerging markets private equity group. As Actis LLP is one of the Company's major shareholders, Mr. Phillips is not considered by the Board as being independent. He was previously responsible for the investment activity of Actis in North Africa and is currently responsible for Asia. He is a member of the Actis Investment Committee. Mr. Phillips is a director on the board of a number of companies including Emerging Markets Knowledge Holdings (Mauritius) Limited, Les Laboratoires Medis SA, and others. Mr. Phillips holds a degree in Economics from the University of Exeter.

YVONNE STILLHART

Non-Executive Director

Ms. Stillhart is a seasoned Senior Executive working with innovation and growth driven companies across a wide range of industries and geographical regions, including Europe, USA, North Africa and Sub-Sahara Africa. She has been a Non-Executive Director and Audit and Risk Committee Member for more than 12 years. She has co-founded and led as a Senior Partner a specialised private equity manager in Switzerland. Ms. Stillhart serves currently as a non-executive Director of UBS Asset Management Switzerland Ltd. and is the Chairperson of the South African EPE Capital Ltd. She is also on the Board of Standard Life Private Equity Trust Plc. Ms. Stillhart holds a Director Certificate from Harvard Business School, the Corporate Risk Certificate from the DCRO Institute and the ESG Competent Boards Certificate.

Responsibilities of the Board of Directors.

According to the company's bylaws, the Board of Directors has the broadest authorities to manage the company, and without specifying these authorities, it is permitted to directly carry out all actions. The Board has the right to borrow, pledge, and sell, and it is responsible for implementing these powers in any properly convened board meeting. The Board of Directors may delegate its powers to any of the company's committees or delegate them to others for any purposes it deems appropriate.

The Board of Directors establishes internal systems and regulations that help set strategic objectives, approve plans and general policies that govern its operations. It also monitors the performance of the executive management, ensures the effectiveness of the internal control system, manages the company's risks, and determines the optimal approach to governance. Some of the main responsibilities include:

- Developing mechanisms and systems that ensure employees' compliance with the company's laws, regulations, and internal policies, as well as early detection of any malfunction or deviation that may occur, and ensuring prompt appropriate action.
- Obtaining regular reports on delegated tasks and monitoring the results.
- Investing in preventive measures, tools, and mechanisms that secure the flow of information, control the accuracy and safety of data within the company, and protect it from manipulation and breaches, whether from within or outside the company. This includes securing the use of the internet and mobile devices against hacking and piracy.
- Appointing Nadira Hussein from Link Company as the Board Secretary, who possesses the competence and understanding of all company operations. Link Company is one of the specialized companies in the United Kingdom and Jersey.

Responsibilities entrusted to the Chairman of the Board of Directors.

The Chairman of the Board carries out various duties, including:

- Issuing invitations for Board meetings, setting the agenda, and managing the sessions.
- Calling the General Assembly to convene and review the agenda proposed by the Board of Directors.

- Ensuring the provision of adequate and accurate information to Board members and shareholders in a timely manner.
- Ensuring that decisions are made on a sound basis and with comprehensive knowledge of the matters, while ensuring the existence of appropriate mechanisms to ensure the timely and effective implementation of those decisions.
- Receiving reports and recommendations from all committees and presenting them to the Board on a regular basis for necessary action.
- Ensuring that all Board members undergo a self-assessment that demonstrates their commitment to their duties and responsibilities.
- Ensuring the Board's compliance with its tasks in a manner that best serves the company's interests while avoiding conflicts of interest.
- Ensuring the effectiveness of the governance system implemented in the company, as well as the effectiveness of the performance of the Board committees.

Responsibilities entrusted to the Managing Director.

- Implementing the company's established strategic plan and annual plan approved by the Board of Directors.
- Chairing the executive work of the company and managing its day-to-day affairs, overseeing the operations of all departments and divisions, monitoring the performance of all activities, making necessary decisions to ensure smooth operations and achieve objectives, and working to enhance customer satisfaction with the company.
- Ensuring the implementation of all company policies, regulations, and internal systems approved by the Board of Directors.
- Proposing agenda items for regular meetings of the Board of Directors.
- Supervising the preparation of regular financial and non-financial reports on the company's performance and evaluation, as well as corporate governance reporting, reviewing all responses to auditors' inquiries before preparing these reports.
- Actively participating in building and fostering an ethical culture within the company, proposing reward and motivation systems, and mechanisms for monitoring authority adopted by the Board to ensure employee loyalty and maximize the company's value.
- Defining the roles and responsibilities of all employees in the company according to the applicable labor regulations and decisions of the Board of Directors.

Responsibilities of the Secretary of the Board of Directors.

- Nadira from Link Company serves as the Secretary of the Board of Directors, possessing competence and understanding of all company operations. Link Company is a specialized company in the United Kingdom and Jersey. The key responsibilities of the Secretary include:
- Preparing, organizing, and managing the logistics of Board and committee meetings, assisting the Board Chairman in preparing meeting agendas, and compiling information, data, and relevant details on agenda items and sending them to members well in advance of the meetings.
- Assisting the Board Chairman in preparing and organizing General Shareholders' Meetings and managing their logistics.
- Monitoring the issuance and implementation of Board resolutions, communicating them to the relevant departments, and preparing follow-up reports on their implementation.
- Safeguarding and documenting all matters related to Board decisions and agenda items, ensuring the timely provision of important information to the Board.
- Coordinating with all Board committees to ensure effective communication between these committees and the Board of Directors.
- Coordinating with relevant committees to provide necessary information to support the Board Chairman in evaluating Board members and committee members, as well as presenting the Board's proposals to the General Assembly regarding the selection or replacement of any members.

Committees emanating from the Board of Directors.

#	Member Name	Committee Name			Member Position (Non-Executive/Independent)	Position in the Committee	Date of Joining
		Audit Committee	Nomination Committee	Remuneration Committee			
1	Yvonne Stillhart	Audit Committee		Remuneration Committee	Independent non-executive	Member	2022
2	Dan Olsson	Audit Committee	Nomination Committee	Remuneration Committee	Independent non-executive	Head of Audit Committee	2015
3	Hussein Choucri	Audit Committee	Nomination Committee	Remuneration Committee	Independent non-executive	Head of Remuneration Committee	2015
4	Lord St John of Blesto		Nomination Committee		Independent non-executive	Head of Nomination Committee	2015

Meeting Records of the Board of Directors and its Committees

Attendance Monitoring Table for Board Members at Board and Committee Meetings and General Assembly Meetings

#	Member Name	Board Meetings	Audit Committee	Remuneration Committee	Nomination Committee
1	Lord St John Of Blesto	5/5			2/2
2	Hend Mohamed Motaz El Sherbene	5/5			
3	Hussien Choucri	5/5			
4	Dan Olsson	5/5	7/7	1/1	2/2
5	Richard Henry Philips	5/5	7/7	1/1	2/2
6	Yvonne Stillhart	5/5	7/7	1/1	
7	Sherif El Zeiny*	N/A	N/A	N/A	

***Sherif El Zeiny was appointed on 18/1/2024**

Formation of committees

1- Audit Committee:

Terms of reference of the Audit Committee.

The audit committee is composed of three non-executive and independent members. The various tasks performed by the audit committee include:

- Studying the company's internal control system and preparing a written report with its opinion and recommendations.
- Reviewing the financial statements before they are presented to the board of directors and providing its opinion and recommendations regarding them.
- Examining the accounting policies used and providing its opinion and recommendations regarding them.
- Recommending to the board of directors the appointment of one or more auditors for the company, as well as their qualifications, competence, and independence. The decision to appoint them and determine their fees is within the jurisdiction of the company's ordinary general assembly.
- Reviewing the audit plan of the auditor and providing its comments on it.
- Studying the auditor's comments and recommendations on the financial statements and other matters included in the management letter received from the auditor, and following up on the actions taken regarding them.
- Ensuring the company's compliance with internal and external regulations, rules, and laws based on the reports submitted to it by the compliance department or other relevant departments.
- Recommending approving additional non-audit services to be performed by the auditor and approving the fees related to those services in proportion to their annual fees.
- Discussing and approving the annual plan of the internal audit department, monitoring its efficiency, and ensuring its coverage of all departments and activities of the company.
- Reviewing internal audit reports and identifying deficiencies within the company and following up on corrective measures.

- Studying and evaluating the early warning system in the company and proposing necessary improvements for its effective implementation.
- Examining and evaluating insurance systems, information, and data protection against any internal or external breaches.
- Reviewing observations or violations received from regulatory bodies and following up on the actions taken regarding them.
- Inviting the company's auditor, head of internal audit department, or any other relevant individuals from within or outside the company to attend its meetings as needed.
- Carrying out and monitoring any other tasks assigned to it by the board of directors.

2- Nomination Committee:

Terms of reference of the Nomination Committee:

The nominations committee is formed by three non-executive and independent members. The various tasks performed by the nominations committee include:

- Periodically and continuously reviewing the required skills and qualifications for membership of the board of directors and senior management positions, and preparing a statement of the qualifications required in accordance with the implementation of a succession planning strategy.
- Identifying the responsibilities of board members, whether executive, non-executive, or independent, and developing job descriptions for senior executive positions in the company.
- Continuously verifying the independence of independent board members and ensuring that there are no conflicts of interest if a member serves on the board of another company.

3- Remuneration Committee:

Terms of reference of the Remuneration Committee:

The remuneration committee is formed by three non-executive and independent members. The various tasks performed by the remuneration committee include:

- Monitoring the implementation of the performance evaluation policy for employees.
- Proposing clear policies for the remuneration and entitlements of board members, committee members, and senior executives in the company, utilizing performance-related criteria in determining those entitlements, and reviewing these policies annually after conducting necessary studies and surveys related to compensation packages.
- Evaluating the implementation of regulations and systems for salaries and bonuses.
- Assessing the structure of remuneration and benefits.

Regulatory Environment:

The internal control system:

The company has an internal control system that relies on a set of policies, procedures, and regulations prepared by the relevant departments within the company and approved by the board of directors to achieve the following objectives:

- Clear separation of responsibilities and authorities for all employees in the company.
- Ensuring the accuracy and quality of information, providing accurate and precise information about the company to both the company itself and others.
- Protecting the company's physical assets from potential risks and documenting and recording those assets in the company's records.
- Increasing the company's productivity efficiency and achieving its goals with the least costs and the same quality.
- Ensuring the accurate implementation of instructions, aiming to ensure that all instructions have been properly executed.
- Ensuring the application of corporate governance rules through the precise implementation of various governance instructions and rules.

In addition to stating that this system determines the jurisdiction and clear separation of responsibilities and tasks, which is taken into consideration when preparing the organizational structure of the company.

Internal Audit Management:

The internal audit management is an independent and objective department whose objective

is to improve the company's operations to help it achieve its goals.

The scope of work of the internal audit management includes measuring the effectiveness of

the risk management procedures:

- Evaluating the efficiency of the company's internal control system and submitting reports to the audit committee with the findings.
- Assessing the compliance of all company departments with the implementation of their work in accordance with the established procedures and policies without conflicting with the responsibilities of other relevant departments.
- Evaluating the effectiveness of the established procedures and policies and their alignment with business and market developments.
- Monitoring the rectification of observations included in internal and external audit reports and other reports from regulatory authorities.

The internal audit in the company is carried out by a permanent management within the company.

Risks:

The company acknowledges that its board of directors is generally responsible for risks in accordance with the nature of the company's activities, its size, and the market in which it operates. The company analyzes the risks that it may be exposed to, conducting this analysis

accurately, timely, and proactively.

- Determining the acceptable level of risks for the company based on the different risks it may face, considering their impact and probability of occurrence.
- Establishing a risk policy and specific indicators to measure, monitor, and control the risks surrounding the company.
- Assessing the ongoing suitability and effectiveness of policies related to risk measurement, monitoring, and control, and making any necessary adjustments in accordance with market developments and the company's internal and

external environment.

- Ensuring the availability of appropriate and effective information and communication systems regarding risk monitoring and control, enabling senior management and the risk committee to receive regular reports from the risk management department. These reports reflect the company's commitment to established risk boundaries, highlight any breaches, their causes, and the proposed plan to address them.
- Providing accurate and informative reports that enable stakeholders to make appropriate decisions.

Governance:

The company acknowledges that its board of directors is generally responsible for governance in line with the nature of the company's activities, its size, and the market in which it operates.

- Monitoring the availability of principles and key elements that contribute to the development and improvement of the company's performance, supporting the achievement of strategic objectives set by the board of directors.
- Monitoring the application of the principles of disclosure, transparency, and governance culture in all the company's activities.
- Improving and developing the overall framework and principles of the company through a code of professional conduct that specifies its social responsibility towards employees and the community as a whole.
- Monitoring the implementation of the conflict of interest policy for all employees of the company.
- Working towards transparency, clarity, and fairness in dealing with all stakeholders.
- Ensuring clear relationships between the board of directors and stakeholders and Establishing internal governance guidelines for the company and formulating various internal policies that regulate the relationship between all employees, as well as contributing to the preparation of the corporate governance report.

Auditor:

The company appoints an auditor who meets the qualifications stated in the laws governing the practice of accounting and auditing. The auditor should have the necessary competence, reputation, and experience that align with the company's size and nature of operations and those it deals with.

The company's auditor does not have an employment relationship with the company and remains independent from its internal departments.

The auditor is independent of the company and its board members, appointed by a resolution of the company's general assembly, with their annual fees determined.

The company commits to having the auditor provide a copy of their report on the report prepared by the company regarding its compliance with governance rules in accordance with the applicable governance and disclosure standards.

Disclosure and Transparency

The company complies with the corporate governance rules of the United Kingdom and voluntarily applies some additional non-binding rules in line with its ongoing commitment to implementing best governance practices. Additionally, the company discloses necessary information in accordance with the laws and regulations applicable in Jersey, the London Stock Exchange, and Egypt since the company's listing on both exchanges. This information is available on the company's website at <http://investors.idhcorp.com>. The company discloses essential financial and non-financial information according to the procedures in place on both stock exchanges.

Essential Information and Financial and Non-Financial Disclosure

The company discloses various financial information through different means concerning the company's financial matters that are relevant to shareholders and stakeholders. This includes annual financial statements, annual auditor's reports, as well as the board's report, accounting policies, asset valuation methods, and dividend distributions.

The company also discloses non-financial information that is relevant to current and prospective shareholders and investors, such as:

- Internal information including the company's objectives, vision, nature of operations, company plans, and future strategy.
- Competency enhancement systems, training, incentives, and care for employees.
- Ownership structures of subsidiary companies related to the company.
- Transactions with related parties and swap contracts.
- Key risks and methods of addressing them.
- Changes in investment policies.
- Availability of natural resources, raw materials, and energy dependency and the ability to deal with their fluctuations.
- Disclosure to shareholders and regulatory authorities regarding treasury shares. In the case of a subsidiary company purchasing shares of the holding company, all treasury share rules are applied, and they are not counted towards the quorum of shareholders or participate in voting on general assembly decisions.
- Promptly informing the authority and the stock exchange of the decisions of the ordinary and extraordinary general assembly immediately after their conclusion, and at most before the start of the next trading session. The company is committed to submitting the minutes, approved by the Chairman of the Board of Directors, to the stock exchange within a week of the general assembly meeting.
- Promptly informing the authority and the stock exchange of summarized decisions issued by the Board of Directors that include significant events immediately after their conclusion, and at most before the start of the next trading session.
- Announcing the competent authority's decisions regarding cash dividends, bonus share distributions, or both.
- Disclosing any increase or decrease in the ownership percentage of a shareholder or related parties by 5% or its multiples of the total securities representing the company's listed capital or voting rights, including shares acquired through the exercise of subscription rights.
- Disclosing any arbitration or judicial rulings at any stage of litigation that may affect its financial position or the rights of its securities holders or have an impact on trading prices or the investment decision of market participants.
- Promptly disclosing any judicial rulings imposing custodial sentences against any members of the board of directors or key officials of the issuing entity.

Violations and penalties imposed on the company during the year, as shown in the following table:

<i>Number</i>	<i>The company has reconciled and paid the fine amount.</i>	<i>Explanation</i>
	<i>Penalty for late submission of financial statements by the Financial Regulatory Authority</i>	<i>The company has reconciled and paid the fine amount.</i>

Investor Relations

The company has an Investor Relations Officer as it is one of the key activities for implementing corporate governance principles. Investor Relations is an independent strategic function aimed at enhancing and strengthening the relationship with current and prospective investors, opening communication channels with stakeholders in the financial market and investment community, and providing the necessary disclosure and transparency. This has a positive impact on the following:

- Investors' perception of the company's current performance and their expectations for future performance.
- Achieving appropriate liquidity for trading the company's stocks in the stock market.
- Reducing long-term financing costs.
- Increasing confidence among market participants, stakeholders, and promoting the growth of supportive groups for the company.

The Investor Relations Officer participates in formulating the company's communication strategy with the investment market, opening channels of communication with investors, and continuously conveying market perspectives and investor concerns to the board of directors.

Investor Relations enables the board of directors to understand the reasons behind the company's stock performance and its reflection on fair value, based on the information provided by the company about its performance, capabilities, and future prospects, as well as the company's commitment to disclosure rules and communication with investors, and the clarity of their vision and evaluation of the investment market for the company.

Mrs. Hind El Sherbini, the Executive Director, is responsible for Investor Relations and is provided with regular reports. The possibility of the Investor Relations Officer attending

the company's general assembly meetings and board of directors meetings is also stated, in order to familiarize themselves with the company's internal affairs and strategic directions.

The Investor Relations Officer's annual responsibilities include:

- Developing an Investor Relations program strategy by understanding the market and the company's requirements. The Investor Relations Officer determines the priorities regarding the required activities and develops the necessary strategy in collaboration with the board of directors.
- Participating in the development of the company's disclosure policy and obtaining its approval from the board of directors.
- Maintaining current investors and attracting new investors by raising market awareness about the company's activities and its future growth opportunities, as well as understanding the factors that affect its profitability.
- Communicating with analysts, investors, media representatives, and providing information to minimize rumors and surprises that lead to fluctuations in prices and trading volumes.
- Organizing company information in accordance with applicable disclosure rules.
- Establishing and maintaining a database of investors, categorizing them based on investor types or geographic location.
- Introducing new members of the board of directors or senior management to the market.
- Organizing promotional campaigns and events for the company according to a pre-determined plan, and facilitating investor visits to various company sites.
- Communicating with investors through various communication tools such as the company's website, social media platforms, press releases, and participating in the preparation of the annual report that interests current and prospective investors.
- Preparing the required disclosure report for the company and updating and maintaining Investor Relations pages on the company's website regularly.

Disclosure Documents

Annual Report:

The company issues an annual report in Arabic and English, which includes a summary of the Board of Directors' report, financial statements, and all other relevant information for current and prospective shareholders, investors, and other stakeholders. It serves as a source of information for current and prospective investors regarding the company, its activities, and its financial position. It also serves as a report from the company's management to all interested parties regarding the events that took place during the past year and the company's goals for the upcoming year. The annual report includes, at least, the following:

- A statement from the Chairman of the Board of Directors and/or the CEO.
- Vision and objectives.
- Company strategy.
- Company history and significant milestones.
- Ownership structure.
- Senior management and Board of Directors composition.
- Market analysis of the company's industry.
- Current and future company projects.
- Financial position analysis of the company.
- Report on the company's social and environmental responsibility.
- Report on the executive management's discussion of the company's financial performance.
- Report from the auditor on the financial statements and their comparison with previous periods.

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Board of Directors Report

The company issues an annual report in accordance with the Egyptian Companies Law No. 159 of 1981 and its executive regulations, as well as Article 40 of the rules for listing and delisting securities on the Egyptian Stock Exchange. This report is presented to the General Assembly of Shareholders and regulatory authorities. It is addressed by the Chairman of the Board to the shareholders and includes, at least, the following:

- Discussion of financial results and key topics.

- Major achievements of the company during the year.
- Analysis of the company's primary work environment and markets.
- Company strategy.
- Key changes in the company's management structure.
- Board of Directors composition and the number of meetings held.
- Committees of the Board and the number of meetings held.
- Average number of employees in the company during the year and the average income of employees during the same period.
- Employee incentive and motivation policies, such as stock ownership plans, and others.
- Actions taken against the company, its Board members, or directors by regulatory or judicial authorities.
- Report on the company's compliance with corporate governance and social and environmental responsibility.

Disclosure Reports

The company issues a quarterly disclosure report prepared by its management in collaboration with the Investor Relations department. The report includes, at least, the following:

- Company contact information.
- Investor Relations Officer and their contact information.
- Shareholders' structure, indicating those who own 5% or more of the company's shares.
- Total shareholders' structure, including freely tradable shares.
- Details of treasury shares held by the company.
- Changes in the company's Board of Directors and the latest composition of the Board.
- Formation of committees derived from the Board of Directors.
- Upcoming changes in the auditor of the company's accounts.

Sustainability Report

The company issues a balanced sustainability report that includes the company's achievements in the economic, environmental, and social fields. It explains the company's values and principles and clarifies the relationship between its strategy and its



commitments to the community in which it operates in a way that supports the company's reputation, continuous improvement in performance, and compliance with environmental and social legislation and regulations. It also addresses how the company manages risks, as well as ways to motivate employees and attract capital.

This report includes at least the following aspects:

- Corporate governance and professional conduct policy for employees.
- The company's policy towards the environment in which it operates and its impact on it.
- Government relations and political engagements of the company.
- The company's policy regarding employee relations, human rights, and non-discrimination policies.
- The quality of the company's products and services and the complaint handling system.
- Business continuity, risk management, crisis management, and information protection.
- Anti-fraud and anti-corruption policies.
- The company's social and environmental responsibility policy.

Website

The company provides the necessary disclosures in accordance with the laws and regulations applicable in Jersey and the London Stock Exchange since its listing on the London Stock Exchange. This information is available on the company's website <http://investors.idhcorp.com>.

The website is regularly updated with published information and allows for easy communication with the company while ensuring a prompt response to messages and inquiries received through it.

Charters and Policies

Code of Ethics and Professional Conduct

The company has an internal code of ethics and professional conduct that includes a set of values that regulate and organize the rules of professional behavior and professional ethics within the company. It contains the standards of behavior that all employees of the company must follow and adhere to in all transactions and in all locations where they



perform their work, positively influencing the company's reputation, credibility, and the integrity of its employees, ensuring the rights of its shareholders and all stakeholders.

Whistleblowing Policy

This policy aims to encourage employees of the company or those dealing with it to report any practices that violate ethical conduct rules or any illegal activities. It includes effective procedures regarding accountability and accountability principles, thereby enhancing the standards of honesty and integrity in all the company's various activities. The policy also provides protection for the person who reports the violations to encourage employees and others to initiate disclosure and ensure the complete confidentiality of the reporting person, taking into account that the reporting process is based on objective documents or information.

Anti-bribery Policy

This policy ensures that employees must not offer, promise, pay, give, or request or accept any payments or gifts of value intended to induce any person to take action that violates the law or duty or violates this policy.

Employees must not offer, promise, pay, grant, or authorize (directly or indirectly) any payments or gifts of value to a government official (directly or indirectly) or a political party representative to influence that person for any reason or to perform or refrain from performing any action within the authorities of or responsible government authorities. This includes, but is not limited to, obtaining or retaining employment, obtaining a business advantage or avoiding a defect, enticing or rewarding the violation of good faith duty, impartiality, or breach of trust.

Insider trading Table:

Number	Member Name	Number of shares owned at the beginning of the year	Purchased during the year	Sold During the Year	End of Year Balance
1	Prof. Dr. Hind El Sherbeni	160,250,305	2,195,078	N/A	162,445,383
2	Lord Anthony St. John	20,000	20,000	N/A	20,000
3	Yvonne Stillhart	230,000	230,000	N/A	230,000

Social and Environmental Responsibility Policy.

The company views corporate responsibility initiatives as an extension of its core purpose, aiming to improve the communities in which it operates. The company contributes up to 1% of the net profits of my companies, Al-Burj and Al-Mukhtabar, to the fully accredited Munira Kamel Foundation for Training and Skill Development. Founded in 2006 by Dr. Munira Kamel, Professor of Pathology at Cairo University and the founder of the IDH Laboratory, and her mother, Dr. Hala El Sherbini, the CEO. The foundation allocates this amount to organizations and needy groups in need of assistance. The foundation implements a comprehensive program and vision for communities, including initiatives for economic development, social welfare, and healthcare. In 2023, the company contributed 6.6 million Egyptian pounds (2022: 8.9 million Egyptian pounds) to the foundation.

Managing Director
Hend Mohamed Motaz Mostafa Kamel
El Sherbeni

H. El Sherbeni

